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RECORDATION NO. 23669-A FILED

OCT 3 '01 11:49 AM

TS
SURFACE TRANSPORTATION BOARD

LOUIS E. GITOMER
OF COUNSEL
(202) 466-6532

lgitomer@bjllp.com

October 3, 2001

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed two certified copies of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a secondary document, dated as of October 2, 2000. The primary document to which this is connected is recorded under Recordation No. 23669. We request that this document be recorded under Recordation No. 23669-A.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

General Electric Railcar Services, Inc.
161 North Clark Street
Chicago, IL 60601

Lessee:

Pacer International, Inc.
2300 Clayton Road, Suite 1200
Concord, CA 94520-2100

A description of the equipment covered by the Memorandum of Lease Agreement consists of 107 Intermodal Cars numbered BRAN 7260, 7265, 7269, 7277 and 7289-7391, inclusive.

BALL JANIK LLP

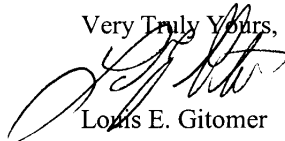
Honorable Vernon A. Williams
October 3, 2001
Page 2

A fee of \$ 28.00 is enclosed. Please return one copy to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between General Electric Railcar Services, Inc., 161 North Clark Street, Chicago, IL 60601, and Pacer International, Inc., 2300 Clayton Road, Suite 1200, Concord, CA 94520-2100, covering 107 Intermodal Cars numbered BRAN 7260, 7265, 7269, 7277 and 7289-7391, inclusive.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "L. Gitomer", is written over the typed name.

Louis E. Gitomer

Enclosures

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT ("Memorandum") is made and entered into as of October 2, 2001, by and between GENERAL ELECTRIC RAILCAR SERVICES, INC., its successors and assigns ("Lessor"), and PACER INTERNATIONAL, INC. ("Lessee"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, pursuant to the terms of that certain Railcar Lease Agreement dated as of September 25, 2001, and Equipment Schedule No. 2 thereto dated as of October 2, 2001 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee, those certain railcars described on Schedule A attached hereto and more fully described in the Lease.
2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

This Memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum.

[signature page to follow]

RECORDATION NO. 23669-A FILED

OCT 3 2001 11:49 AM

SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

GENERAL ELECTRIC RAILCAR SERVICES, INC.

By: 

Name: Mark Milner

Title: Executive Vice President

PACER INTERNATIONAL INC.

By: _____

Name: _____

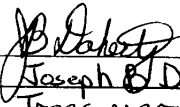
Title: _____

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

GENERAL ELECTRIC RAILCAR SERVICES, INC.

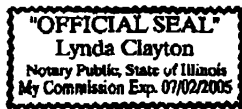
By: _____
Name: _____
Title: _____

PACER INTERNATIONAL INC.

By: 
Name: Joseph B. Doherty
Title: Treasurer

STATE OF Illinois)
) SS.
COUNTY OF Cook)

On this 2nd day of October, 2001, before me appeared Mark Milner, person who signed this instrument, who acknowledged that he/she is the Executive Vice President of GENERAL ELECTRIC RAILCAR SERVICES, INC. and that, being duly authorized he/she signed such instrument as a free act on behalf of said corporation.



Lynda Clayton
Notary Public

[SEAL]

My Commission expires:

7/2/2005

STATE OF _____)
) SS.
COUNTY OF _____)

On this ____ day of October, 2001, before me appeared _____, person who signed this instrument, who acknowledged that he/she is the _____ of PACER INTERNATIONAL, INC. and that, being duly authorized he/she signed such instrument as a free act on behalf of said corporation.

Notary Public

[SEAL]

My Commission expires:

STATE OF _____)
) SS.
COUNTY OF _____)

On this _____ day of October, 2001, before me appeared _____,
person who signed this instrument, who acknowledged that he/she is the
_____ of GENERAL ELECTRIC RAILCAR SERVICES, INC. and that,
being duly authorized he/she signed such instrument as a free act on behalf of said corporation.

Notary Public

[SEAL]

My Commission expires:

STATE OF California)
) SS.
COUNTY OF Contra Costa)

On this 1st day of October, 2001, before me appeared Joseph B. Doherty
person who signed this instrument, who acknowledged that he/she is the
Treasurer of PACER INTERNATIONAL, INC. and that, being duly authorized
he/she signed such instrument as a free act on behalf of said corporation.



Hilary Anne Young
Notary Public

My Commission expires:

6/13/2004

SCHEDULE A

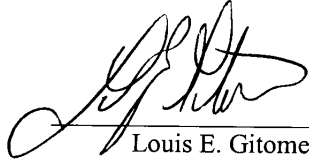
Description of Cars:

One hundred seven (107) Intermodal Cars bearing reporting marks:

BRAN 7260, BRAN 7265, BRAN 7269, BRAN 7277 and BRAN 7289 through BRAN 7391, inclusive

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Memorandum of Lease Agreement dated as of October 2, 2001 and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



Louis E. Gitomer
October 3, 2001